

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

NATIONAL STARCH AND CHEMICAL
INVESTMENT HOLDING
CORPORATION, PENFORD
AUSTRALIA LTD., and PENFORD
HOLDINGS PTY,

Plaintiffs,

v.

CARGILL, INC. and
MGP INGREDIENTS, INC.,

Defendants.

C.A. No. 04-1443-GMS

**[PROPOSED] ORDER GRANTING
CARGILL, INC. AND MGP INGREDIENTS, INC.'S
MOTION FOR LEAVE TO FILE FIRST
AMENDED ANSWERS AND COUNTERCLAIMS**

AND NOW, the Court, having considered the issues raised in Cargill, Inc. and
MGP Ingredients, Inc.'s Motion for Leave to File First Amended Answers and
Counterclaims and any response thereto;

IT IS HEREBY ORDERED that the Motion is GRANTED. The Amended
Complaints and Counterclaims attached as Exhibit A to Defendants' Motion are deemed
filed upon entry of this Order.

SO ORDERED, this _____ day of February 2006.

United States District Court Judge